

STATE OF ILLINOIS
ILLINOIS COMMERCE COMMISSION
STIPULATED AGREEMENT

ORIGINAL

T00-0072

This agreement made and entered into, by and between the State of Illinois acting by and through the Illinois Commerce Commission, hereinafter referred to as the "Commission", the Wisconsin Central Ltd., hereinafter referred to as the "Company" and the State of Illinois, Department of Transportation, hereinafter referred to as the "Department".

WITNESSETH:

WHEREAS, it has come to the attention of the Commission that inquiry should be made into the matter of installing remote monitor units at all of the Company's grade crossings located in Illinois which are equipped with automatic warning devices;

WHEREAS, proper investigation has been made of the circumstances surrounding the proposed improvements by a member of the Commission's Transportation Division, Railroad Section staff; and

WHEREAS, the parties are mutually agreeable to accomplish the proposed improvements upon a determination of the Commission by Order.

NOW THEREFORE, in consideration of the premises and of the mutual covenants and agreements as hereinafter contained the parties pray that the Commission enter an Order according to the provisions of Section 18c-7401 of the Illinois Commercial Transportation Law requiring that certain improvements as hereinafter stated be made and that the cost for the proposed improvements be divided among the parties according to law and that in the interest of the statewide traveling public the Grade Crossing Protection Fund of the Motor Fuel Tax Law be required to bear a substantial portion of the cost; To Wit the parties agree as follows:

Section 1 All improvements encompassed by this agreement shall be made in accordance with all applicable State laws, rules, standards, regulations and orders and procedures in general.

Section 2 The parties are of the opinion that the following improvements should be performed in the interest of public safety:

- (a) the installation of remote monitor units at each of the Company's signalized grade crossings listed on Exhibits A1 and A2 attached hereto; the devices are designed to continually monitor the warning system at each location and will electronically report instances of extended commercial power failures, high/low standby battery voltage limits, suspect gate operations and excess warning operation directly to the Company's 24-hour Call Center.

DOCKETED

Section 3 The Company has prepared a detailed estimate of cost to accomplish the proposed improvements; said estimate is attached as Exhibit B.

Section 4 Automatic remote monitor unit initiated system health check messages designed to confirm the integrity of the system will be transmitted daily. The Company will perform all user defined network and remote monitor unit administration functions including remote monitor commissioning/decommissioning, message routing definition, and alarm parameter adjustment. The Company's operating costs for the remote monitor units will be based on the number of alarm messages and requested status messages transmitted. The Company cannot guarantee service availability of local cellular telephone companies; however, agreements between the Company and private service companies will have provisions to encourage continued service availability. The Company will notify the Commission if there is a change in the initial 72 crossings listed in Exhibits A1 and A2. An adjustment will be made to the lump sum cost for labor if the change in the initial aforesaid crossings results in a reduction or increase in the number of crossings equipped with remote monitoring units. A final bill with a request for reimbursement for any additional installations, or refunds for fewer locations will be made by the Company depending on the final number of remote monitor units installed.

Section 5 The Company shall upon Order, according to the requirements contained therein, proceed toward the completion of the proposed improvements, accomplishing the work with their own forces or appropriate contracted services and agrees that an appropriate time for the submission of progress reports should be quarterly which shall include the status of expenditures of the total project and percentage of completion of the project; if the project is behind schedule the report must include a brief explanation of the reason(s) for the delay; the Company further agrees that the time for the completion of the proposed improvements should be twenty four (24) months from the date of Commission Order subsequent to this agreement.

Section 6 The parties hereto agree that an equitable division of cost for the proposed improvements should be:

- a) the total cost of the labor needed to install the remote monitor units at each of the Company's 49 signalized grade crossings located on the local highway system (listed on Exhibit A1 attached) is estimated at \$21,738; 90% of this cost, in an amount not to exceed \$19,564, should be funded on a lump sum basis by the Grade Crossing Protection Fund ("Fund") with the remaining 10% cost borne by the Company; and
- b) the total cost to establish a communication link which will provide for daily system health checks for a period of 10 years at each of the Company's 49 signalized grade crossings located on the local highway system (listed on Exhibit A1 attached) is estimated at \$24,248; 90% of this cost, in an amount not to exceed \$21,823, should be funded on a lump sum basis by the Grade Crossing Protection Fund ("Fund") with the remaining 10% cost

borne by the Company; and

- c) the total cost of the material needed to install remote monitor units at each of the Company's 49 signalized grade crossings located on the local highway system (listed on Exhibit A1 attached) is estimated at \$97,944 and should be funded 90% of the actual cost, in an amount not to exceed \$88,150, to the Grade Crossing Protection Fund ("Fund") and all remaining installation and operational costs and all costs of future maintenance should be borne by the Company; and
- d) the total cost of the labor needed to install the remote monitor units at each of the Company's 23 signalized grade crossings located on the state highway system (listed on Exhibit A2 attached) is estimated at \$10,203; 90% of this cost, in an amount not to exceed \$9,183, should be funded on a lump sum basis by the Department with the remaining 10% cost borne by the Company; and
- e) the total cost to establish a communication link which will provide for daily system health checks for a period of 10 years at each of the Company's 23 signalized grade crossings located on the state highway system (listed on Exhibit A2 attached) is estimated at \$11,382; 90% of this cost, in an amount not to exceed \$10,244, should be funded on a lump sum basis by the Department with the remaining 10% cost borne by the Company; and
- f) the total cost of the material needed to install remote monitor units at each of the Company's 23 signalized grade crossings located on the state highway system (listed on Exhibit A2 attached) is estimated at \$45,974 and should be funded 90% of the actual cost, in an amount not to exceed \$41,377, to the Department and all remaining installation and operational costs and all costs of future maintenance should be borne by the Company.

Section 7 Special Provisions. All bills for expenditures authorized to be reimbursed from the Grade Crossing Protection Fund for crossings on the local highway system shown on Exhibit A1 attached shall be marked "local" and submitted to the Department as follows:

Illinois Department of Transportation
Engineer of Local Roads and Streets
Darrell McMurray, Bureau Chief, Attention: Hank Chronister, Sr.
Room 205, 2300 South Dirksen Parkway
Springfield, Illinois 62764

Said bills shall list separately the costs of labor, material and communication link. The final bill for expenditures shall be clearly marked "Final Bill". All bills shall be submitted to the Department no later than thirty - six (36) months from the date of Commission Order subsequent to this agreement. Authorization for reimbursement from the Grade Crossing

Protection Fund shall expire twelve (12) months after the completion date specified in the Order. The Department shall, at the end of the 36th month from the Commission's Order date, de-obligate all residual funds accountable for installation costs for this project.

All bills for expenditures for crossings on the state highway system shown on Exhibit A2 attached shall be marked "state" and submitted to the Department as follows:

Illinois Department of Transportation
Engineer of Design and Environment
Mike Hine, Bureau Chief, Attention: Cheryl Cathey
Room 330, 2300 South Dirksen Parkway
Springfield, Illinois 62764

Said bills shall list separately the costs of labor, material and communication link.

Progress billing will be based upon the work performed during the billing period. Progress payment for material will be based on the actual cost of material purchased and received by the Company during the billing period. Progress payment for labor and communication link lump sum costs will be based upon the proportionate amount of "state" and "local" crossings completed by the Company during the billing period.

The Company shall file its initial progress report within three (3) months from the date of Commission Order subsequent to this agreement with the Director of Processing and Information of the Commission's Transportation Division. The report shall include the name, title, mailing address, phone number and facsimile number of the employee responsible for management of this project.

Section 8 This agreement shall be binding upon the parties hereto, their successors or assigns. Upon execution of this agreement by all parties, the Commission shall enter an appropriate Order, within 60 days accepting or rejecting such stipulation according to the provisions contained herein.

In Witness Whereof, the parties have caused this agreement to be executed by their duly authorized officers, as of the dates indicated herein.

Executed by the Commission this 26th day of June, 2000.



Michael E. Stead
Railroad Safety Program Administrator

Attest:



Daniel S. Drewes
Railroad Section
Transportation Division

Illinois Commerce Commission Stipulated Agreement No. 911 concerning installation of remote monitor units at each of the Wisconsin Central Ltd. signalized grade crossings located in Illinois.

Executed by the Department this 30TH day of JUNE, 2000.

STATE OF ILLINOIS
DEPARTMENT OF TRANSPORTATION

By James C. Shifert
Director of Highways

Illinois Commerce Commission Stipulated Agreement No. 911 concerning installation of remote monitor units at each of the Wisconsin Central Ltd. signalized grade crossings located in Illinois.

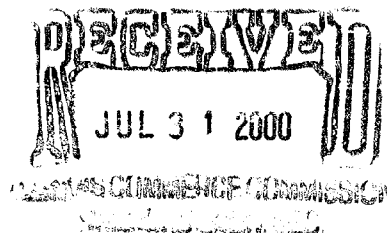
Executed by the Wisconsin Central Ltd. this 14TH day of July, 2000.

Glenn J. Kerba

By V.P. - ENGINEERING
(Title)

Attest:

Greg Z. Davis



3/22/2000

WC PUBLIC AT GRADE CROSSINGS WITH AUTOMATIC WARNING DEVICES ON THE LOCAL ROAD SYSTEM

	ICC Crossing	Main AAR	MilePost	Line	Branch	In/Near	City Name	County Name	Street Name	Highway	ICC Warning Device
1	689617L	WC	10.90	M	CM LINE	In	RIVER FOREST	COOK	MADISON AVE	CH154	AFLS-Gates-Cant-over
2	689624W	WC	12.10	M	CM LINE	In	RIVER FOREST	COOK	FOREST AVE	MS2003A	Gate (red & white)
3	689625D	WC	12.19	M	CM LINE	In	RIVER FOREST	COOK	AUGUSTA ST	MUN3004	Gate (red & white)
4	689626K	WC	12.24	M	CM LINE	In	RIVER FOREST	COOK	KEYSTONE AV	MS2004A	Gate (red & white)
5	689631G	WC	14.14	M	CM LINE	In	RIVER GROVE	COOK	GEORGE ST	MS2015A	Gate (red & white)
6	689632N	WC	14.58	M	CM LINE	In	FRANKLIN PARK	COOK	FULLERTON	CH146B	Gate (red & white)
7	689633V	WC	15.05	M	CM LINE	In	FRANKLIN PARK	COOK	GRAND AV	FAU1376	AFLS-Gates-Cant-over
8	689634C	WC	15.22	M	CM LINE	In	FRANKLIN PARK	COOK	CHESTNUT AVENUE	MUN4070	Gate (red & white)
9	689635J	WC	15.30	M	CM LINE	In	FRANKLIN PARK	COOK	PARKLANE AVENUE	MUN4060	Gate (red & white)
10	689636R	WC	15.40	M	CM LINE	In	FRANKLIN PARK	COOK	COMMERCE	MUN1190	Flash Lites (mast)
11	689637X	WC	15.40	M	CM LINE	In	FRANKLIN PARK	COOK	PARK AVENUE	MUN2030	Flash Lites (mast)
12	689649S	WC	20.28	M	CM LINE	In	DES PLAINES	COOK	PRATT AVE	MUN4740	Flash Lites (mast)
13	689652A	WC	21.22	M	CM LINE	In	DES PLAINES	COOK	BIRCHWOOD AVE		Gate (red & white)
14	689653G	WC	21.44	M	CM LINE	In	DES PLAINES	COOK	PROSPECT LN	MS4490B	Gate (red & white)
15	689655V	WC	22.33	M	CM LINE	In	DES PLAINES	COOK	ALGONQUIN RD	FAU3514	Gate (red & white)
16	689658R	WC	22.84	M	CM LINE	In	DES PLAINES	COOK	THACKER ST	FAU1323	AFLS-Gates-Cant-over
17	689659X	WC	22.98	M	CM LINE	In	DES PLAINES	COOK	PRAIRIE AV	MUN3030	Gate (red & white)
18	689660S	WC	23.17	M	CM LINE	In	DES PLAINES	COOK	WOODLAWN AVENUE	MUN3090	Gate (red & white)
19	689675G	WC	23.86	M	CM LINE	In	DES PLAINES	COOK	SEEGER RD	MUN3275	Gate (red & white)
20	689681K	WC	26.32	M	CM LINE	In	MOUNT PROSPECT	COOK	EUCLID AV	FAU1292	Gate (red & white)
21	689683Y	WC	26.86	M	CM LINE	In	PROSPECT HTS	COOK	CAMP MCDONALD RD	FAU1290	Gate (red & white)
22	689688H	WC	28.96	M	CM LINE	In	PROSPECT HTS	COOK	HINTZ RD	FAU1277	Gate (red & white)
23	689692X	WC	33.21	M	CM LINE	Near	PRAIRIE VIEW	LAKE	LONG GROVE APTAKI	FAU1258	Gate (red & white)
24	689694L	WC	34.82	M	CM LINE	In	BUFFALO GROVE	LAKE	PORT CLINTON RD	FAU2657	Gate (red & white)
25	689698N	WC	37.37	M	CM LINE	In	VERNON HILLS	LAKE	BUTTERFIELD RD	FAU2647	Gate (red & white)
26	689701U	WC	38.65	M	CM LINE	In	MUNDELEIN	LAKE	ALLANSON RD	FAU1244	Gate (red & white)
27	689703H	WC	39.80	M	CM LINE	Near	MUNDELEIN	LAKE	OLD MCHENRY RD	FAU1249	AFLS-Gates-Cant-not
28	689704P	WC	39.94	M	CM LINE	In	MUNDELEIN	LAKE	PARK ST		AFLS-Gates-Cant-over
29	689707K	WC	40.85	M	CM LINE	In	MUNDELEIN	LAKE	DUNBAR ROAD		Gate (red & white)
30	689709Y	WC	41.78	M	CM LINE	In	MUNDELEIN	LAKE	WINCHESTER RD	FAU1233	AFLS-Gates-Cant-over
31	689710T	WC	42.38	M	CM LINE	Near	MUNDELEIN	LAKE	PETERSON RD	FAP371	Gate (red & white)
32	689712G	WC	43.01	M	CM LINE	Near	GRAYSLAKE	LAKE	HARRIS RD	TR84	Gate (red & white)
33	689720Y	WC	45.45	M	CM LINE	In	GRAYSLAKE	LAKE	CENTER ST	FAU189	Gate (red & white)
34	689725H	WC	45.99	M	CM LINE	In	GRAYSLAKE	LAKE	LAKE ST	FAU195	Gate (red & white)

3/22/2000

WC PUBLIC AT GRADE CROSSINGS WITH AUTOMATIC WARNING DEVICES ON THE LOCAL ROAD SYSTEM

	ICC Crossing	Main AAR	MilePost	Line	Branch	In/Near	City Name	County Name	Street Name	Highway	ICC Warning Device
35	689726P	WC	46.47	M	CM LINE	In	GRAYSLAKE	LAKE	WASHINGTON ST	FAU187	Gate (red & white)
36	689727W	WC	47.63	M	CM LINE	In	ROUND LAKE BEAC	LAKE	SHOREWOOD RD	FAU203	Gate (red & white)
37	689728D	WC	48.21	M	CM LINE	In	ROUND LAKE BEAC	LAKE	ROLLINS RD	FAU181	AFLS-Gates-Cant-over
38	689731L	WC	49.40	M	CM LINE	Near	LAKE VILLA	LAKE	MONAVILLE RD	FAU177	Gate (red & white)
39	689735N	WC	50.99	M	CM LINE	In	LAKE VILLA	LAKE	CEDAR AVE	CITY ST	Gate (red & white)
40	689738J	WC	52.50	M	CM LINE	Near	LAKE VILLA	LAKE	WALL ST		Gate (red & white)
41	689739R	WC	53.03	M	CM LINE	Near	ANTIOCH	LAKE	GRASS LK RD	FAU174	Gate (red & white)
42	689740K	WC	53.72	M	CM LINE	Near	ANTIOCH	LAKE	LAKESHORE DRIVE	TR663	Gate (red & white)
43	689742Y	WC	54.33	M	CM LINE	Near	ANTIOCH	LAKE	GRIMM RD	TR23	Gate (red & white)
44	689745U	WC	55.05	M	CM LINE	In	ANTIOCH	LAKE	IDA AVE	CITY ST	Gate (red & white)
45	689746B	WC	55.31	M	CM LINE	In	ANTIOCH	LAKE	DEPOT ST	CITY ST	Gate (red & white)
46	689750R	WC	55.92	M	CM LINE	In	ANTIOCH	LAKE	NORTH AVE	FAU172	Gate (red & white)
47	693744U	WC	48.45	M	CM LINE	Near	ROUND LAKE BEAC	LAKE	MALLARD CREEK RD.		Gate (red & white)
48	694865V	WC	32.37	M	CM LINE	In	BUFFALO GROVE	LAKE	DEERFIELD RD	MUN4795	AFLS-Gates-Cant-over
49	694918S	WC	27.37	M	CM LINE	In	WHEELING	COOK	WILLOW RD	MUN4060	AFLS-Gates-Cant-over

3/22/2000

WC PUBLIC AT GRADE CROSSINGS WITH AUTOMATIC WARNING DEVICES ON THE STATE HIGHWAY SYSTEM

	ICC Crossing	Main AAR	MilePost	Line	Branch	In/Near	City Name	County Name	Street Name	Highway	ICC Warning Device
1	689627S	WC	12.39	M	CM LINE	In	RIVER FOREST	COOK	THATCHER RD	FAU2753	AFLS-Gates-Cant-over
2	689628Y	WC	13.04	M	CM LINE	In	RIVER GROVE	COOK	1ST AV	ILL171	AFLS-Gates-Cant-over
3	689630A	WC	13.41	M	CM LINE	In	RIVER GROVE	COOK	5TH AV	FAU2742	Gate (red & white)
4	689638E	WC	12.63	M	CM LINE	In	FRANKLIN PARK	COOK	BELMONT AVE	FAU1374	AFLS-Gates-Cant-over
5	689651T	WC	20.80	M	CM LINE	In	DES PLAINES	COOK	TOUHY AV	FAP341	Gate (red & white)
6	689654N	WC	21.82	M	CM LINE	In	DES PLAINES	COOK	OAKTON ST	FAU1332	AFLS-Gates-Cant-over
7	689656C	WC	22.56	M	CM LINE	In	DES PLAINES	COOK	LEE ST NB	US12 A	AFLS-Gates-Cant-over
8	689657J	WC	22.67	M	CM LINE	In	DES PLAINES	COOK	GRACELAND AV	US12	AFLS-Gates-Cant-over
9	689676N	WC	23.94	M	CM LINE	In	DES PLAINES	COOK	GOLF RD	ILL58	Gate (red & white)
10	689677V	WC	24.05	M	CM LINE	In	DES PLAINES	COOK	RAND RD/US 12	US12	AFLS-Gates-Cant-over
11	689678C	WC	24.78	M	CM LINE	In	DES PLAINES	COOK	CENTRAL RD	FAU1300	Gate (red & white)
12	689680D	WC	25.80	M	CM LINE	Near	MOUNT PROSPECT	COOK	KENSINGTON RD	FAU1295	Gate (red & white)
13	689682S	WC	26.78	M	CM LINE	In	PROSPECT HTS	COOK	WOLF RD	FAU2692	Gate (red & white)
14	689689P	WC	30.06	M	CM LINE	In	WHEELING	COOK	DUNDEE RD	ILL68	AFLS-Gates-Cant-over
15	689693E	WC	34.18	M	CM LINE	Near	PRAIRIE VIEW	LAKE	IL 22	ILL22	Gate (red & white)
16	689697G	WC	36.05	M	CM LINE	Near	VERNON HILLS	LAKE	US 45	US45	AFLS-Gates-Cant-over
17	689699V	WC	37.50	M	CM LINE	In	MUNDELEIN	LAKE	ILL 60	ILL60	Gate (red & white)
18	689705W	WC	40.10	M	CM LINE	In	MUNDELEIN	LAKE	MAPLE ST	ILL176	Gate (red & white)
19	689718X	WC	44.51	M	CM LINE	Near	GRAYSLAKE	LAKE	IVANHOE RD	ILL83	Gate (red & white)
20	689719E	WC	44.80	M	CM LINE	In	GRAYSLAKE	LAKE	ILL 120	ILL120	AFLS-Gates-Cant-over
21	689733A	WC	50.80	M	CM LINE	In	LAKE VILLA	LAKE	GRAND AVE	ILL132	Gate (red & white)
22	689743F	WC	54.70	M	CM LINE	In	ANTIOCH	LAKE	ILL 173	ILL173	Gate (red & white)
23	689751X	WC	56.04	M	CM LINE	In	ANTIOCH	LAKE	MAIN ST	ILL83	AFLS-Gates-Cant-over

SUMMARY

Exhibit B

WISCONSIN CENTRAL LTD. C&S ESTIMATE						
INSTALL REMOTE MONITORING DEVICES AT GRADE CROSSINGS						
LOCATION:	ILLINOIS		MP	CM10-CM57	DOT/AAR #	VARIOUS
LABOR			MANDAYS		RATE	TOTAL
	SIGNAL INSTALLATION		MD	72	\$ 140.00	\$ 10,080.00
	ACCOUNTING		LOT	1	\$ 207.00	\$ 207.00
	ENGINEERING		LOT	1	\$ 200.00	\$ 200.00
TOTAL:						\$ 10,487.00
MATERIAL			QUANTITY		PRICE	TOTAL
12" FLASHING LIGHT			EA.	0	FALSE	\$ -
CANTILEVERS			EA	0	FALSE	\$ -
RTU-10 UNIT			EA.	72	\$ 1,465.00	\$ 105,480.00
SIDE LIGHTS			EA	0	FALSE	\$ -
12V BELL			EA	0	FALSE	\$ -
WIRING MATERIAL			EA.	1	\$ 4,679.40	\$ 4,679.40
UNDERGROUND CABLE			FT	0	FALSE	\$ -
GRAVEL FILL			LOT	0	FALSE	\$ -
STATE SALES TAX				0.0775		\$8,537
COUNTY SALES TAX				0.055		\$6,059
TOTAL:						\$ 124,755.52
OTHER COSTS			QUANTITY		COST	TOTAL
	PERDIEM (MANDAYS)			72	\$ 41.20	\$2,966
	HEALTH MONITORING 10 YR	72	LOT		\$ 450.00	\$32,400
	COMPANY EQUIPMENT RENTAL			18	\$ 251.00	\$4,518
TOTAL:						\$39,884
SALVAGE			QUANTITY		COST	TOTAL
	NONE					0
TOTAL:						0

SUMMARY

Exhibit B

ADDITIVES			AMOUNT	RATE	TOTAL
	ENGINEERING BENEFITS		\$ 10,487.00	72.05%	\$7,556
	ENGINEERING SUPERVISION		\$ 10,487.00	27.05%	\$2,837
	ACCOUNTING BENEFITS		\$ 207.00	59.62%	\$123
	SMALL TOOLS		\$ 10,487.00	5.76%	\$604
	MATERIAL HANDLING		\$ 124,755.52	5.00%	\$6,238
	TRANSPORTATION TON MILES	1600		0.25%	\$4
				TOTAL:	\$17,362
SUMMARY					
			LABOR		\$10,487
			MATERIAL		\$124,756
			OTHER COSTS		\$39,884
			SALVAGE		\$0
			ADDITIVES		\$17,362
DATE	3/15/00			SUBTOTAL:	\$192,489
ESTIMATE PREPARED BY					
OFFICE OF CHIEF ENGINEER					
COMMUNICATIONS AND SIGNALS					
STEVENS POINT, WI. 54481					
			CONTINGENCY		\$19,000
				TOTAL:	\$211,489